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Attorneys for Nominal Defendant  
HEWLETT-PACKARD COMPANY

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE HEWLETT-PACKARD COMPANY  
SHAREHOLDER DERIVATIVE LITIGATION,

This Document Relates to: All Actions

Master File No. 12-CV-6003 CRB

**DECLARATION OF KIMBERLY A.  
KANE IN SUPPORT OF NOMINAL  
DEFENDANT HEWLETT-PACKARD  
COMPANY'S MOTION TO STAY**

Date: Friday, June 21, 2013

Time: 10:00 a.m.

Dept.: Courtroom 6, 17th Floor

Judge: Hon. Charles R. Breyer

1 I, Kimberly A. Kane, state as follows:

2 1. I am an attorney admitted to practice before this Court and am an associate with  
3 Morgan, Lewis & Bockius LLP, counsel of record for nominal defendant Hewlett-Packard  
4 Company ("HP" or the "Company") in this action. I submit this declaration in support of HP's  
5 Motion to Stay. Unless otherwise expressly stated, I have personal knowledge of the facts stated  
6 below and if called upon to testify to these facts, I could and would competently do so.

7 2. For the Court's convenience, a true and correct copy of the Consolidated  
8 Complaint for Violation of the Federal Securities Laws filed on May 3, 2013 in the related action  
9 titled *In re HP Securities Litigation*, N.D. Cal., Case No. 12-cv-5980 CRB, (the "Securities  
10 Action") is attached hereto as Exhibit A.

11 3. After HP announced that it was taking a write-down of \$8.8 billion in connection  
12 with its acquisition of Autonomy, HP received shareholder demand letters requesting that the  
13 Board investigate and take action against certain parties. In response to three demand letters, the  
14 Board formed an independent committee of Board members to investigate the allegations and  
15 make a recommendation to the Board as to whether and how HP should assert any claims (the  
16 "Independent Committee"). The Independent Committee has retained Ralph Ferrara at Proskauer  
17 Rose LLP as independent legal counsel, and Mr. Ferrara and his colleagues are conducting an  
18 investigation.

19 4. I spoke with Plaintiff's counsel twice about the parties potentially agreeing to a  
20 voluntary stay, on Tuesday, May 7, 2013 and Friday, May 10, 2013. No agreement was reached.  
21 In the event the parties come to an agreement about a stay, we will promptly advise the Court.

22 I declare under penalty of perjury under the laws of the United States that the foregoing is  
23 true and correct and that this declaration was executed in San Francisco, California, on May 10,  
24 2013.

25   
26 Kimberly A. Kane